

## United States Court of Federal Claims

_____	)	
SPACE EXPLORATION	)	
TECHNOLOGIES CORP.	)	Civil Action No. 14-354C
	)	
Plaintiff,	)	Judge: Braden
v.	)	
	)	
THE UNITED STATES,	)	
	)	
Defendant,	)	
	)	
and	)	
	)	
UNITED LAUNCH SERVICES, LLC,	)	
	)	
Defendant-Intervenor.	)	
_____	)	

### APPLICATION FOR ACCESS TO INFORMATION UNDER PROTECTIVE ORDER BY EXPERT CONSULTANT

1. I, the undersigned, am a Consultant with Berkeley Research Group and hereby apply for access to protected information covered by the Protective Order issued in connection with this proceeding.

2. I have been retained by Richard J. Vacura, Morrison Forester LLP and will, under the direction and control of that attorney, assist in the representation of Space Exploration Technologies, Inc. in this proceeding.

3. I hereby certify that I am not involved in competitive decision making as discussed in *U.S. Steel Corp. v. United States*, 730 F.2d 1465 (Fed. Cir. 1984), for or on behalf of any party to this proceeding or any other firm that might gain a competitive advantage from access to the information disclosed under the protective order. Neither I nor my employer provides advice or participates in any decisions of such parties in matters involving similar or corresponding information about a competitor. This means, for example, that neither I nor my employer provides advice concerning, or participates in decisions about, marketing or advertising strategies, product research and development, product design or competitive structuring and composition of bids, offers, or proposals with respect to which the use of protected information could provide a competitive advantage.

4. My professional relationship with the party for whom I am retained in this proceeding and its personnel is strictly as a consultant on issues relevant to the proceeding. Neither I nor any member of my immediate family holds office or a management position in any company that is a party in this proceeding or in any competitor or potential competitor of a party.

5. I have attached the following information:

- a. a current resume describing my education and employment experience to date;

**See Attachment A**

- b. a list of all clients for whom I have performed work within the two years prior to the date of this application and a brief description of the work performed;

**See Attachment B**

- c. a statement of the services I am expected to perform in connection with this proceeding;

**See Attachment C**

- d. a description of the financial interests that I, my spouse, and/or my family has in any entity that is an interested party in this proceeding or whose protected information will be reviewed; if none, I have so stated;

**See Attachment D**

- e. a list identifying by name of forum, case number, date, and circumstances all instances in which I have been granted admission or been denied admission to a protective order, had a protective order admission revoked, or have been found to have violated a protective order issued by an administrative or judicial tribunal; if none, I have so stated; and

**See Attachment E**

- f. a list of the professional associations to which I belong, including my identification numbers.

**See Attachment F**

6. I have read a copy of the Protective Order issued by the court in this proceeding. I will comply in all respects with all terms and conditions of that order in handling any protected information produced in connection with the proceeding. I will not disclose any protected information to any individual who has not been admitted under the Protective Order by the court.

7. For a period of two years after the date this application is granted, I will not engage or assist in the preparation of a proposal to be submitted to any agency of the United States government for Space Launch Vehicle Services when I know or have reason to know that any party to this proceeding, or any successor entity, will be a

competitor, subcontractor, or teaming member.

8. For a period of two years after the date this application is granted, I will not engage or assist in the preparation of a proposal or submission to the United States Air Force for Space Launch Vehicle Services nor will I have any personal involvement in any such activity.

9. I acknowledge that a violation of the terms of the Protective Order may result in the imposition of such sanctions as may be deemed appropriate by the court and in possible civil and criminal liability.

\* \* \*

By my signature, I certify that, to the best of my knowledge, the representations set forth above (including attached statements) are true and correct.



Signature

May 14, 2014

Date Executed

Mary Karen Wills, Consultant

Typed Name and Title

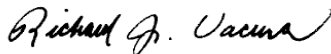
202-480-2773

202-419-1844

Telephone & Facsimile Numbers

mkwills@brg-expert.com

E-mail Address



Signature of Attorney of Record

May 21, 2014

Date Executed

Richard J. Vacura, Attorney

Typed Name and Title

(703) 760-7764 & (703) 760-7777

Telephone & Facsimile Numbers

[rvacura@mofo.com](mailto:rvacura@mofo.com)

E-mail Address

## **Curriculum Vitae**

**MARY KAREN WILLS**

Director

**BERKELEY RESEARCH GROUP, LLC**

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## **EDUCATION AND PROFESSIONAL CERTIFICATIONS**

B.S. Commerce, Concentration in Accounting, University of Virginia

Certified Public Accountant (CPA)

## **PRESENT EMPLOYMENT**

### **Director, Leader of the Government Contracts Practice at the Berkeley Research Group, LLC.**

Ms. Wills is an expert in the field of government contract accounting, administration, and compliance. She has over 25 years of experience providing consulting and financial advisory services to Companies and Organizations that range from middle market to the Fortune 100. Ms. Wills has in-depth experience with the Federal Acquisition Regulation (“FAR”), the Cost Accounting Standards (“CAS”), and other Federal government procurement regulations.

Ms. Wills’ expertise includes working with companies in virtually every industry, including professional services, aerospace, defense, higher education, health insurance, manufacturing, information technology, telecommunications, professional services, construction and engineering, high tech, energy, biotech, and not-for-profit industries, all of whom receive Federal contracts. She specializes in advising commercial companies how to adapt practices to conform to the complex government contracting regulated environment.

Ms. Wills has experience with all forms of government contract acquisition matters, from competitive procurements to commercial item exemptions, as well as GSA Schedule and other Government-Wide Acquisition Vehicles. She has expertise assisting companies obtain GSA Schedules, undergo audits of GSA Schedules, and defending in asserted price reduction matters. She assists throughout the entire life cycle of government contracts, as well as providing expert advice on a myriad of complex government contract accounting and contract administration related matters.

Ms. Wills has extensive experience working with companies that have been suspended or debarred from Federal government contracting activities. Her work entails assisting companies in designing

compliance programs and corporate integrity agreements to mitigate identified government contracting issues.

Ms. Wills has worked with companies on due diligence assignments, as well as complex transaction structuring and post-acquisition integration. She is an expert at assisting organizations as they restructure for competitive purposes, including the strategic, organizational, cost accounting, and other regulatory impacts associated with mergers and acquisitions.

Ms. Wills has directed special investigations, fraud investigations, alleged False Claims investigations, Qui Tam/whistleblower allegation investigations, and other litigation consulting assignments. She has assisted companies prepare and deliver voluntary disclosures, whereby results and findings were presented in connection with settlement negotiations. She has testified as an expert witness on varied matters. Ms. Wills has been admitted under protective orders before the Government Accountability Office and the Court of Federal Claims for bid protest matters and as a testifying expert.

Specifically, Ms. Wills has extensive experience in the following areas:

- Indirect Rate Development and Rate Restructuring
- CASB Disclosure Statement Preparation
- CAS Cost Impact Preparation and CAS Compliance
- Cost Accounting System Development and Risk Assessment
- Contract Administration and Compliance
- Claims Preparation, including Change Orders, REAs, Terminations
- Compliance Assessments and Business System/ICAPS Assessments
- Commercial Pricing and GSA Schedule
- EVMS System Reviews
- FARS, DFARS, and Agency FARS Supplement Regulatory Expert
- Internal Audit Reviews and Risk Assessments
- Internal Investigations
- Qui Tam and Whistleblower Investigations and Litigation
- Material Management and Accounting System Reviews
- Purchasing System Reviews
- Estimating System Reviews and TINA Compliance
- Bid Protests, including Cost Realism Reviews

## **PREVIOUS POSITIONS**

Director, Leader of the Business Consulting Group for Argy, Wiltse & Robinson, P.C.

Director, Leader of the Business Consulting Practice for Beers & Cutler PLLC, now Baker Tilly

Partner, Arthur Andersen Washington, D.C., Director of Government Contracts Group

## **EXPERT TESTIMONY AND BID PROTEST EXPERIENCE**

Ms. Wills has extensive bid protest experience, including expertise in cost realism and cost issues associated with bid protests. She has been admitted under protective orders before the Government Accountability Office and the Court of Federal Claims for bid protest matters. She has directed litigation support and fraud investigation assignments. She has assisted companies with voluntary disclosures, where results and findings were presented to Government Agencies, legal enforcement agencies, OIGs, and Government audit agencies in support of settlement negotiations. In addition, she has testified as an expert witness. She has been admitted under protective orders before the Government Accountability Office for several bid protest matters.

Ms. Wills testimony and bid protest experience includes the following:

United School Food Services v. Compton Unified School District, U.S. District Court, Central District of California - Expert witness for Plaintiff

Calspan Corporation v. MicroCraft, Inc. - Expert witness in arbitration

United States v. Concurrent Computer Corporation - Expert witness for Defendant

ENSR Corporation v. Associated Universities, Inc., U.S. District Court, Eastern District of New York, CS96-5765 (LWD) - Expert witness for Defendant

Horn & Associates, Inc. v. The United States, Civil Action No. 08-415C in the U.S. Court of Federal Claims – Expert Witness for Plaintiff

Sabre International Security v. Torres Advanced Enterprise Solutions, LLC – Civil Action No. 11-806-GK

Dairyland Power Cooperative v. United States of America, Civil Action No. 12-902 in the U.S. Court of Federal Claims – Expert Witness for Plaintiff

Bid Protest B-2930243, Cross Match Technologies

Bid Protest B-293105.2, First Preston Housing Initiative, LP

Bid Protest B-293105.7, Portfolio Disposition Management Group LLC

Bid Protest B-297915, CIGNA Government Service, LLC

Bid Protest B-298962, Palmetto GBA, LLC

Bid Protest B-299317, L-3 Communications, Titan Corporation

Bid Protest B-299873, General Dynamics Information Technology, Inc.

Bid Protest B-309752, IAP Worldwide Services and Contingency Management Group, LLC

Bid Protest B-311285, IBM Global Business Services

Bid Protest B-400837, Textron Marine & Land Systems

Attachment A

Bid Protest B-400935, Boeing Satellite Systems, Inc.

Bid Protest B-400837, Textron (US Army)

Bid Protest B-400134.10, Northrop Grumman Information Technology

Bid Protest B-401652.2, TRICARE Management Activity for Humana Military Healthcare Services

Bid Protest B-400660.4&.5, Intermarkets Global and KGL Food Service

Bid Protest B-401876, Federal Express Corporation

Bid Protest B-401924, USMC-DME Corporation

Bid Protest B-404682, Northrop Grumman Systems Corporation

Bid Protest B-404154.3, ManTech Telecommunications and Information Systems Corporation (retained by counsel for SENTEL Corporation)

Bid Protest B-401652.8, UnitedHealth Military & Veterans Services, LLC (retained by counsel for Humana Military Healthcare Services)

Bid Protest B-405015, Noridian Administrative Services, LLC (retained by counsel for NHIC, Corp.)

Bid Protest B-405047, TASC, Inc.

Bid Protest B-405612, Science Applications International Corporation (retained by counsel for General Dynamics)

Bid Protest B-407270.1, TASC, Inc.

Bid Protest B-407709.1 and B-407709.2, SRA, International, Inc.

Bid Protest B-409214, TASC, Inc.

Bid Protest B-407948.10, 11; Nuclear Production Partners, LLC

Bid Protest B-407818 PAE Government Services, Inc. (PAE)

## **PROFESSIONAL ASSOCIATIONS AND OUTSIDE AFFILIATIONS**

Certified Public Accountant, Virginia, Maryland and District of Columbia  
American Institute of Certified Public Accountants  
Virginia Society of CPAs  
National Defense Industrial Association  
Professional Services Council  
Institute of Management Accountants  
National Contract Management Association

## **BUSINESS AND NOT-FOR-PROFIT AFFILIATIONS**

Girl Scouts of the Nation's Capital, Governance Committee

Attachment A

**RECENT PUBLICATIONS**

Sequestration, Austerity and Terminations: Lions, Tigers and Bears – Oh My  
Volume 7, Issue 6 – Government Contract Cost, Pricing & Accounting Report  
By Thomson Reuters



**ATTACHMENT B - CLIENT LIST FOR PREVIOUS 2 YEARS**

<b>Client Name</b>	<b>Scope of Work</b>
American Rheinmetal Munitions	DCAA Audit Assistance
Applied Research	Consultation
Axway, Inc.	GSA Schedule Consultation
Booz Allen	Incurred Cost Submission Assistance
Brand USA	Compliance Assessment
Brown Rudnick LLP	Bid Protest, Nuclear Production Partners, LLC B-407948.10,.11
CH2M Hill, Inc.	Government Contract Compliance
Clark Construction Group, LLC	Consultation on Government Contract Accounting
Companion Data Services, LLC	Purchasing Systems Assessment
Counterpart International	Compliance Assessment
Crossboundary	Compliance Assessment
Cytec	Expert in Dispute Resolution
Dairyland Power Cooperative	Damages Calculation
EDC	Arbitration Support
FHI 360	Cost Accounting Consultation/ Consulting on Indirect Rates
GardaWorld	Consulting on Indirect Rates
General Dynamics Information Technology (GDIT)	Subcontractor Accounting Matter
Horn & Associates	Expert Testimony
International Relief & Development	Indirect Rate Consultation; CAS Compliance
Land O Lakes	Compliance Assessment
Management Systems International	Review of Compliance
Mendez & Associates	Indirect Rates Consultation
Metropolitan Life Insurance Company (MetLife)	CAS Consultation & DCAA Assistance
MTS Systems Corporation	Compliance Assessment
Northrop Grumman	FAR Part 31 Consultation
PAE	Termination Claim, Bid Protest B-407818
Palantir	Indirect Rate Assistance Contract
PCORI	Compliance & Accounting Consultation
Point One, LLC/National Security Partners	Government Contract Accounting Consultations
Population Services International	Indirect Rate Consultation
QinetiQ North America	CAS Consultation
Rogers, Joseph, O'Donnell	Bid Protest B-407709.1, SRA, International, Inc.
Sabre	Contract Dispute Assistance
Sanofi	Audit Assistance
SimQuest, LLC	Incurred Cost Submission Preparation
Sodexo	DCAA Audit Assistance
Morrison & Forester/Sourcefire	GSA Schedule Consultation
StepToe & Johnson, LLP	Bid Protests, Bid Protest, TASC, Inc. (B-407270.1), Bid Protest, TASC, Inc. (B-409214)

Triple Canopy, Inc.	Government Contract Compliance Assessment
USP	Compliance Consultation
FCEC United Infrastructure Projects (UIProjects) JV	Analysis of Termination Claims
Virginia Tech – Applied Research Institute	OMB A-122
VPSI	Indirect Rate Consultation
Whitney, Bradley & Brown, Inc.	Arbitration Accounting Support
Winrock International	Indirect Rate Consultation

**ATTACHMENT C – SERVICES TO BE PERFORMED**

I have been retained to assist outside counsel for Space Exploration Technologies, Inc. with respect to bid protest proceedings. Assistance is expected to include the following:

- Review and analysis of proposal and evaluation materials and other documents related to the contract;
- Provide advice and conclusions to outside legal counsel in connection with proposal and evaluation issues related to cost.
- We expect to review and provide counsel with analysis of the offerors' proposals and the government's evaluation of those proposals and its source selection decision.

**ATTACHMENT D – FINANCIAL INTERESTS**

A description of the financial interests that I, my spouse, and/or my family has in any entity that is an interested party in this proceeding or whose protected information will be reviewed; if none, I have so stated

**NONE**

**ATTACHMENT E - PROTECTIVE ORDER LIST**

- Bid Protest B-2930243, Cross Match Technologies
- Bid Protest B-293105.2, First Preston Housing Initiative, LP
- Bid Protest B-293105.7, Portfolio Disposition Management Group LLC
- Bid Protest B-297915, CIGNA Government Service, LLC
- Bid Protest B-298962, Palmetto GBA, LLC
- Bid Protest B-299317, L-3 Communications, Titan Corporation
- Bid Protest B-299873, General Dynamics Information Technology, Inc.
- Bid Protest B-309752, IAP Worldwide Services and Contingency Management Group, LLC
- Bid Protest B-311285, IBM Global Business Services
- Bid Protest B-400837, Textron Marine & Land Systems
- Bid Protest B-400935, Boeing Satellite Systems, Inc.
- Bid Protest B-400837, Textron (US Army)
- Bid Protest B-400134.10, Northrop Grumman Information Technology
- Bid Protest B-401652.2, TRICARE Management Activity for Humana Military Healthcare Services
- Bid Protest B-400660.4&.5, Intermarkets Global and KGL Food Service
- Bid Protest B-401876, Federal Express Corporation
- Bid Protest B-401924, USMC-DME Corporation
- Bid Protest B-404682, Northrop Grumman Systems Corporation
- Bid Protest B-404154.3, ManTech Telecommunications and Information Systems Corporation (retained by counsel for SENTEL Corporation)
- Bid Protest B-401652.8, UnitedHealth Military & Veterans Services, LLC (retained by counsel for Humana Military Healthcare Services)
- Bid Protest B-405015, Noridian Administrative Services, LLC (retained by counsel for NHIC, Corp.)
- Bid Protest B-405047, The Tauri Group LLC (retained by counsel for TASC, Inc.)
- Bid Protest B-405612, Science Applications International Corporation (retained by counsel for General Dynamics)
- Bid Protest B-407270.1, TASC, Inc.
- Bid Protest B-407709.1, SRA, International, Inc. (retained by counsel for SRA)
- Civil Action No. 08-415C , Horn & Associates, Inc.

- Bid Protest, B- 409214, TASC, Inc.
- Bid Protest B-407948.10, Nuclear Production Partners, LLC
- Civil Action No. 12-902, Dairyland Power Cooperative
- Bid Protest B-407818 PAE Government Services, Inc. (PAE)

**No protective order admissions denied, revoked, or violated.**

**ATTACHMENT F – PROFESSIONAL ASSOCIATIONS**

American Institute of Certified Public Accountants	1176379
American Bar Association (ABA)	00259108
Institute of Management Accountants (IMA)	1050785
National Contract Management Association (NCMA)	0041251
National Defense Industrial Association (NDIA)	668085
Virginia Society of CPAs	70797
Professional Services Council	
Greater Washington Society of CPA's	3402